

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On March 30, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Notice of Fourth Application of Togut, Segal & Segal LLP for an Allowance of Interim Compensation for Services Rendered as Conflicts Counsel for the Debtors for the Period October 1, 2006 through January 31, 2007 and for Reimbursement of Expenses (Docket No. 7492) [a copy of which is attached hereto as Exhibit D]
- 2) Notice of Filing of Fourth Interim Application of O'Melveny & Myers LLP for Order Authorizing and Approving Compensation and Reimbursement of Expenses (Docket No. 7493) [a copy of which is attached hereto as Exhibit E]
- 3) Notice of Fourth Interim Application for Allowance of Compensation and Reimbursement of Expenses Incurred by FTI Consulting, Inc. as Restructuring and Financial Advisor to the Debtors for the Period October 1, 2006 through January 31, 2007 (Docket No. 7511) [a copy of which is attached hereto as Exhibit F]

Dated: April 3, 2007

/s/ Evan Gershbein  
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 3rd day of April, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Sarah Frankel

Commission Expires: 12/23/08

# **EXHIBIT A**

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United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500			Counsel to United States Trustee
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## **EXHIBIT B**

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Swidler Berlin LLP	Robert N. Steinwurtzel	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007		202-424-7500	202-424-7645	<a href="mailto:rsteinwurtzel@swidlaw.com">rsteinwurtzel@swidlaw.com</a>	Attorneys for Sanders Lead Co., Inc.
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Tennessee Department of Revenue	Marvin E. Clements, Jr.	c/o TN Attorney General's Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207		615-532-2504	615-741-3334	<a href="mailto:marvin.clements@state.tn.us">marvin.clements@state.tn.us</a>	Tennessee Department of Revenue
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	<a href="mailto:ddraper@terra-law.com">ddraper@terra-law.com</a>	Counsel to Maxim Integrated Products, Inc.
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The Furukawa Electric Co., Ltd. The Timken Corporation BIC - 08	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	2-Chrome, Chiyoda-ku	Tokyo	Japan	100-8322			81-3-3286-3919	<a href="mailto:niizeki.tetsuhiro@furukawa.co.jp">niizeki.tetsuhiro@furukawa.co.jp</a>	Legal Department of The Furukawa Electric Co., Ltd.
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APS Clearing, Inc.	Matthew Hamilton	1301 S. Capital of Texas Highway	Suite B-220	Austin	TX	78746	512-314-4416	Counsel to APS Clearing, Inc.
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Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	10178-0061	212-696-6065	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.
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Lord, Bissel & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-812-8340	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.



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Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333	330-670-3004	Counsel to Republic Engineered Products, Inc.
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## **EXHIBIT D**

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Debtors and Debtors in Possession  
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Albert Togut (AT-9759)  
Neil Berger (NB-3599)

HEARING DATE: June 26, 2007  
HEARING TIME: 10:00 a.m.  
OBJECTION DEADLINE: June 19, 2007 at 4:00 PM

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**NOTICE OF FOURTH APPLICATION OF TOGUT,  
SEGAL & SEGAL LLP FOR AN ALLOWANCE OF INTERIM  
COMPENSATION FOR SERVICES RENDERED AS CONFLICTS  
COUNSEL FOR THE DEBTORS FOR THE PERIOD OCTOBER 1, 2006  
THROUGH JANUARY 31, 2007 AND FOR REIMBURSEMENT OF EXPENSES**

**PLEASE TAKE NOTICE** that on March 30, 2007, Togut, Segal & Segal LLP, as conflicts counsel to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, Debtors and Debtors in Possession in the above-captioned cases (collectively, the "Debtors"), filed its fourth application for an allowance of interim compensation for professional services rendered to the Debtors for the period October 1, 2006 through and including January 31, 2007 and for reimbursement of expenses incurred in connection with such services (the "Application").

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider approval of the Motion will be held on June 26, 2007, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for

the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order under 11 U.S.C. §§ 102 (1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (i) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (iii) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606 (Attn: John Wm. Butler, Jr., Esq.); (iii) conflicts counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Albert Togut, Esq. and Neil Berger, Esq.); (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman, Esq.); (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican, Esq.); (vi) counsel for the Official Committee

of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg, Esq. and Mark A. Broude, Esq.); and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard, Esq.), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on June 19, 2007** (the "Objection Deadline").

**PLEASE TAKE FURTHER NOTICE** that only those timely-written objections made in accordance herewith, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court, and that if no objections to the Application are timely filed and served the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: New York, New York  
March 30, 2007

TOGUT, SEGAL & SEGAL LLP,  
Conflicts Counsel for the Debtors  
and Debtors in Possession  
By:

/s/Neil Berger  
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NEIL BERGER (NB-3599)  
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# **EXHIBIT E**

**Hearing Date and Time: June 26, 2007 at 10:00 a.m.**  
**Objection Deadline: June 19, 2007 at 4:00 p.m.**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**NOTICE OF FILING OF FOURTH INTERIM APPLICATION OF  
O'MELVENY & MYERS LLP FOR ORDER AUTHORIZING AND APPROVING  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE that on March 30, 2007, O'Melveny & Myers LLP filed the Fourth Interim Application of O'Melveny & Myers LLP for Order Authorizing and Approving Compensation and Reimbursement of Expenses (the "Application") for the period from October 1, 2006 through January 31, 2007 ("the Fourth Interim Period"), together with its exhibits.

PLEASE TAKE FURTHER NOTICE that O'Melveny & Myers LLP is requesting compensation from the debtors and debtors-in-possession (the "Debtors") in the above-captioned case in the amount of \$151,934.25 for services rendered, and reimbursement of actual and necessary expenses in the amount of \$288,188.20 for the Fourth Interim Period. The aggregate amount of fees and expenses requested for approval pursuant to the Fourth Interim Application is \$440,122.45.

PLEASE TAKE FURTHER NOTICE that on **June 26, 2007 at 10:00 a.m. (Prevailing Eastern Time)** a hearing to consider the relief requested in the Application will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Fourth Interim Application must: (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e), as supplemented, (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy

Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: David Sherbin and John D. Sheehan), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), (viii) Valerie Venable, GE Plastics America, 9930 Kincey Avenue, Huntersville, NC 28078, (ix) Legal Cost Control, Inc., 255 Kings Highway East, Haddonfield, NJ 08033 (Att'n: John J. Marquess), and (x) special labor counsel to the Debtors, O'Melveny & Myers LLP, 1625 Eye Street, NW, Washington, DC 20006 (Att'n: Tom Jerman), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on June 19, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order, as supplemented, will be considered by the Bankruptcy Court at the Hearing. If no responses or objections to the Application are timely



filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application without further notice.

DATED: Washington, D.C.  
March 30, 2007

ROBERT A. SIEGEL (RS 0922)  
TOM A. JERMAN (TJ 1129)  
O'MELVENY & MYERS LLP

By /s/ Tom A. Jerman  
Tom A. Jerman  
Attorney for Delphi Corporation,  
et al., Debtors and Debtors-in-  
Possession

## **EXHIBIT F**

**Hearing Date and Time: June 26, 2007, 10:00 a.m.**  
**Objection Deadline: June 19, 2007, 4:00 p.m.**

FTI CONSULTING, INC.  
3 Times Square, 11th Floor  
New York, New York 10036  
(212) 499-3614  
(212) 841-9350 facsimile  
Randall S. Eisenberg

Restructuring and Financial Advisors for the  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF FOURTH INTERIM APPLICATION FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED BY FTI  
CONSULTING, INC. AS RESTRUCTURING AND FINANCIAL ADVISOR TO THE  
DEBTORS FOR THE PERIOD OCTOBER 1, 2006 THROUGH JANUARY 31, 2007**

PLEASE TAKE NOTICE that on March 30, 2007, FTI Consulting, Inc.

(hereinafter referred to as “FTI” or the “Applicant”) filed its Fourth Interim Application for Allowance of Compensation and Reimbursement of Expenses (the “Application”), pursuant to Sections 330 and 331 of Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and

the Administrative Order establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 (the "Administrative Order") for an Order awarding reasonable interim compensation for professional services as Restructuring and Financial Advisor to the Debtors and Debtors-in-Possession (the "Debtors" or the "Company") in the amount of \$6,767,132.17 together with reimbursement for actual and necessary expenses in the amount of \$621,771.79 for the period of October 1, 2006 through January 31, 2007, inclusive (the "Fourth Interim Fee Period" or the "Application Period").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held on June 26, 2007 at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi

Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: David M. Sherbin and John D. Sheehan), (ii) FTI Consulting, Inc., 3 Times Square, 11<sup>th</sup> Floor, New York, New York 10036 (Att'n: Randall S. Eisenberg), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (vii) counsel for the agent under the Debtors' former prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (viii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian M. Resnick), (ix) Valerie Venable, GE Plastics, Americas, 9930 Kincey Avenue, Huntersville, NC 28078, and (x) Legal Cost Control, Inc., 255 Kings Highway East, Haddonfield, NJ 08033 (Att'n: John J. Marquess), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on June 19, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: New York, New York  
March 30, 2007

FTI CONSULTING, INC.

By: /s/ Randall S. Eisenberg  
Randall S. Eisenberg  
Senior Managing Director  
FTI Consulting, Inc.  
3 Times Square, 11<sup>th</sup> Floor  
New York, New York 10036  
(212) 499-3614  
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Restructuring and Financial Advisor for the  
Debtors and Debtors-in-Possession